

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
NORTHWESTERN CORPORATION,)	Case No. 03-12872 (JLP)
)	
Reorganized Debtor.)	Re: Docket No. 2421
)	

**ORDER WITH RESPECT TO FINAL FEE
APPLICATION OF LAZARD FRÈRES & CO. LLC**

For the reasons set forth in the Court's Memorandum Opinion of this date, it is hereby

ORDERED, that the Final Fee Application of Lazard Frères & Co. LLC ("Lazard") is approved, as amended by this Order, and Lazard is allowed final compensation in the amount of \$5,739,761.62, which represents \$2,892,060.00 for professional services rendered, \$2,750,000.00 for a Transaction Fee, and \$97,701.62 for reimbursement of actual, necessary expenses incurred; and it is further

ORDERED, that the Debtor is authorized and directed to make payment to Lazard for such allowed compensation and expenses, to the extent not already paid as of the date hereof.

Dated: May 5, 2005



Honorable John L. Peterson
United States Bankruptcy Judge